

HELM

FINANCIAL CORPORATION

September 19, 2001

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 19287-A FILED

OCT 09 '01 10-49 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of Lease of Railroad Equipment dated August 29, 2001 by Helm Financial Corporation ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Illinois Central Railroad Company
17550 South Ashland Avenue
Homewood, IL 60430

Equipment: 46 Boxcars
IC 504915-504960

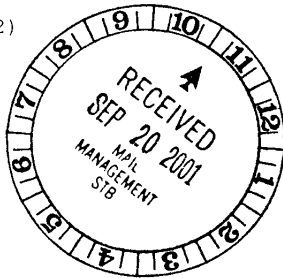
Please record this Lease Termination as a supplemental agreement to STB Recordation No. 19287 filed on March 8, 1995 at 3:00 PM. The filing fee of \$28,00 is included in our enclosed Check No. 46802 in the amount of \$588.00.

Summary: Termination of Lease of Railroad Equipment dated August 29, 2001 by Helm Financial Corporation (as successor in interest to Helm-Atlantic Associates Limited Partnership) for 46 boxcars, IC 504915-504960, to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 19287.

Yours truly,


Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)



19287 10:49

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of August 29, 2001 by HELM FINANCIAL CORPORATION (as successor in interest to Helm-Atlantic Associates Limited Partnership), a California corporation ("Lessor").

1. Recitals. Lessor entered into the Lease of Railroad Equipment dated as of December 14, 1994 ("Lease") with Illinois Central Railroad Company., a Delaware corporation, with respect to the forty-six (46) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 19287 filed on March 8, 1995 at 3:00 PM.

The Lease was terminated on April 14, 2001. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. Termination. The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & CFO

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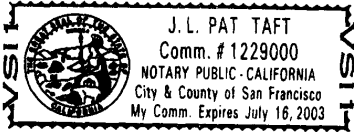
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On September 4, 2001, before me, J. L. Pat Taft, personally
appeared Barbara W. Wilson, Senior Vice President and Chief Financial
Officer of **HELM FINANCIAL CORPORATION**,

 X personally known to me -OR-

 proved to me on the basis of satisfactory evidence

to be the person~~(s)~~ whose name~~(s)~~ ~~is/are~~ subscribed to the within
instrument and acknowledged to me that ~~he/she/they~~ executed the same in
~~his/her/their~~ authorized capacity~~(ies)~~, and that by ~~his/her/their~~
signature~~s~~ on the instrument the person~~(s)~~, or the entity upon behalf of
which the person~~(s)~~ acted, executed the instrument.



Witness my hand and official seal.

J. L. Pat Taft
SIGNATURE OF THE NOTARY

SCHEDULE A

Description of the Units:

Forty-six (46), 70-ton roller bearing, cushioned XP boxcars

Unit Numbers:

IC 504915-504960

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